

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
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JACKSON
LAKE PROVIDENCE

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DIRECT DIAL:

December 22, 1997

RECORDATION NO.

DEC 31 '97

2-10 PM

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-9)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 19, 1997, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 19, 1997, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 19, 1997, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Ninth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-

15195-00 PP,
FILED QQ, RR

Countrywide - Marshall & Anderson

I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-U on September 25, 1995, along with the Assignment and Bill of Sales under Recordation Nos. 15195-V and 15195-W; the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-Z, 15195-AA and 15195-BB; the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-CC on December 26, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-DD, 15195-EE and 15195-FF; and the Seventh Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-GG on February 23, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-HH, 15195-II and 15195-JJ; and the Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-KK on December 19, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-LL, 15195-MM and 15195-NN.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Ninth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

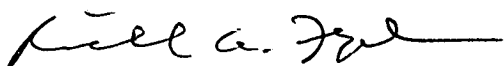
Enclosed is our firm's check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Ninth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Ninth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Ninth Supplement to Equipment Trust Agreement, a primary document, dated as of December 19, 1997, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated December 19, 1997, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 19, 1997, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Ninth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 19, 1997, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	17,604 gal. 111A100W3 Tank Cars	STMX 000213-000249

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5,127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

3. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1).

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	17,641 gal. 111A100W3 Tank Cars	MNCX 1020-1024

4. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 gal. 111A100W3 Tank Cars	MNCX 1025-1044

RECORDATION NO. 15195-00 FILED

DEC 31 '97

2-10PM

**NINTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 5)

Dated as of December 19, 1997

Between

**THE BANK OF NEW YORK,
Successor Trustee**

AND

TRINITY INDUSTRIES LEASING COMPANY

NINTH SUPPLEMENT dated as of December 19, 1997 (herein called this "Ninth Supplement"), to the Equipment Trust Agreement dated as of March 15, 1987 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on March 31, 1987 under Recordation No. 15195.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the STB on November 29, 1989, under Recordation No. 15195-I. The Second Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 15195-M. The Third Supplement to the Trust Agreement, dated March 17, 1995, between the Company and the Trustee was filed with the STB on March 21, 1995, under Recordation No. 15195-Q. The Fourth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 15195-U. The Fifth Supplement to the Trust Agreement dated October 25, 1995, between the Company and the Trustee was filed with the STB on October 27, 1995, under Recordation No. 15195-Y. The Sixth Supplement to the Trust Agreement dated December 21, 1995, between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 15195-CC. The Seventh Supplement to the Trust Agreement dated February 16, 1996, between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 15195-GG. The Eighth Supplement to the Trust Agreement dated December 5, 1996, between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 15195-KK.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the railcars comprised of the Existing Leases described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Ninth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.


5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

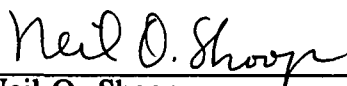
6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.


TRINITY INDUSTRIES LEASING COMPANY

Attest:


Secretary

By: 
Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Successor Trustee

By: 
Name: WALTER N. GITLIN
Title: Vice President

Attest:



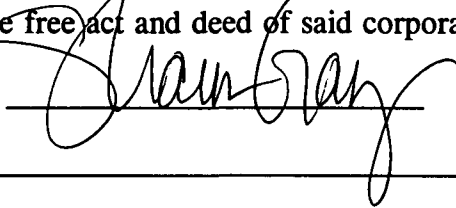
STATE OF TEXAS

§
§ ss.
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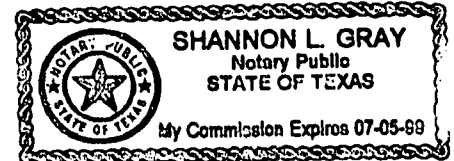
COUNTY OF DALLAS

On this 22nd day of December, 1997, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public



My Commission Expires: _____



[SEAL]

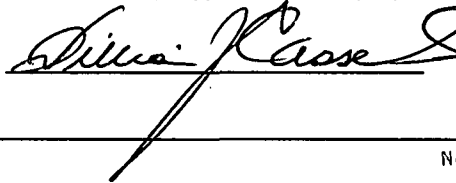
STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 22 day of December, 1997, before me personally appeared WALTER N. GITLIN to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public



My Commission Expires: _____

WILLIAM J. CASSELLS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

EXHIBIT A

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	17,604 gal. 111A100W3 Tank Cars	STMX 000213-000249

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
31	5,127 cu. ft. Lo Covered Hopper Cars	ADMX 49070-49100

3. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 1).

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	17,641 gal. 111A100W3 Tank Cars	MNCX 1020-1024

4. Railroad Car Net Lease Agreement, dated August 9, 1984, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	17,641 gal. 111A100W3 Tank Cars	MNCX 1025-1044

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
37 Tank Cars	111A100W3	17,604 gal.	STMX 000213-000249	12/83
31 Hopper Cars	Lo	5,127 cu. ft.	ADMX 49070-49100	09/96
5 Tank Cars	111A100W3	17,641 gal.	MNCX 1020-1024	09/84
20 Tank Cars	111A100W3	17,641 gal.	MNCX 1025-1044	04/85

EXHIBIT C

Series 5

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
109 Tank Cars	111A100W1	25,680 gal.	TILX 250000-250020 TILX 250022-250039 TILX 250041-250110	12/86